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JAN-11-2076 11:55AH From: 5162246049

DEC 27 2007

#### UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re Chapter 11
DBLPHI CORPORATION, et al., Case No. 05-44481 (RDD)

Debtore,

(Jointly Administered)

## NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED LONDER PLAN OF REORGANIZATION

¥

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to cure ("Curu") and assume or assume and assign the contract(s) listed on <u>Schedule 1</u> stacked hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so no to be received by 7:00 p.m. (prevailing Eastern time) on January II, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arreatages as set forth on Saheduic I (the "Core Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Core to which you are entitled.

Ston 1

Please check one of the buxes below:

Yes, I agree with the Cure Amount listed on <u>Schedule 1</u> (complete Step 2 below)

No. 1 disagree with the Cure Amount listed on <u>Schedule 1</u> (skip Step 2 and go to Step 3 below)

RD041399924 CN00052 0544421071220105243000054 ID: SET I SMCE

UHY-11-2078 11:559N From: 5162246849

#### Step 2

general in	wiew the Plan in its entirety, including Article 5.3 of the Plan governing treatment of
	I request payment of my Cure Amount in each (without postpetition interest) as soon as reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")
	I request payment of my Cure Amount on the Distribution Date in the Plan currency offerded General Unsecuted Claims, locluding postpetition interest from the Petition Date through the earlier of the Conformation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

#### Step 3

If you checked the box in Step I indicating that you disagree with the Cure Amount, or if you checked the box in Step 2 indicating that you want to be paid in each, you must sign and return this notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, on or before the 30th day following the effective date of the Pian. If you fail to return this form by January 11, 2008 but timely file and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered; the Cure Amount asserted by the Deblors will be controlling, you will be paid the Cure Amount in Pian currency in exchange for, among other things, the releases set forth in Article 11 of the Pian, and your contract(s) will be assumed, or assumed and assigned. (continue with Stap 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Santruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Ped. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omeibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Dooket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptey Court in accordance with General Onler M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2106, Chicago, Illinois 60606 (Att'a: John K. Lyons and Ron E. Meisler), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Laxington Avenue, New York, New York 10017 (Attn: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 865 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg and Mark A. Broude), (v) coursel for the official committee of equity scentity holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Arth: Bonnie Steingart), (vi) counsel for A-D Acquisition Holdings, LLC c/o Appaleosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Mismil, Florida 33131 (Arth: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 19036 (Attn: Clenn M. Kurtz and Gregory Pryor), (vii) counsel for Harblager Del-Auto Investment Company, Ltd., White & Case LLP,

> RD041399924 CN9A952 0644481071220105243080054

#### 05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 3 of 95

ID: SELLIANCE

184-11-5018 11:5584 From: SIGS-11-MH

Wachovia Financial Center, 200 South Blacoyne Boulevard, Suite 4900, Mismi, Florida 3313! (Att'n: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: John-M. Reies and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be received no inter than 4100 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the "Cure Objection Deadling"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed overruled.

If there is a dispute regarding (I) the name or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignee to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(a) or lease(a), the Bankruptcy Court will conduct a bearing before the Honorable Robert D. Drain, United States Bankruptcy Ludge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and Cure will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may he; provided however, that if there is a dispute as to the amount of Cure that cannot be resolved consensually among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

#### Stop 4

Sign and return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Care Claims, so as to be received by 7:10 p.m. (provalling Eastern time) on January 11, 2008. If you full to timely return this form, your contract(t) or lease(s) will be randmed, or assumed and assigned, and you will be paid the Care amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions sat forth in Article 5.3 of the Plan.

By: Dan Mohar To (conque of Albania Martis)

Print Name: Adam Mastaulte

Time: Managing Wender

Dulphi Legal information Hotlins: Toli Free: (800) 718-5305

International: (248) \$13-2698

Delphi Logal Information Website: http://www.delphidocket.com

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#### 05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 4 of 95

ID: ALL IRACE

JAN-11-2078 11:5697 From: 5162246049

Dated: New York, New York December 10, 2007

SKADDBN, ARPS, SLATE, MEAGHER & FLOM LLP
John Wm. Butler, Jr. (JB 4711)
George N. Panagakis (GP 0770)
Ron E. Meisler (RM 3026)
Nathan Stuart (NS 7872)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

- sud Kayalyn A. Marafioti (KM 9632)
Thomas J. Marz (TM 5986)
Four Times Square
New York, New York 10036

Attornoys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

RD041399924 C2100052
0544487071220183243006054

ID: ALL I MUCE

11-2018 11:569M From: 5162946949

# Schedule 1

Contract(s) to be assumed and/or assigned.	Care amount:
DG550005538	\$4,474.87
D0550025620	\$21,648,00
D0550026621	\$384,00
D3550028234	08.02
D0150078235	50.00
D0550928236	\$9,00
D0550628227	2918'00
D0559028238	\$2)2.90
D0830028239	50.00
D05580282A0	\$0.00
D0550((Z±Zq)	\$9.00
D0550028742	\$0.00
D05500/28743	50.90
DG550028244	\$0.00
D05300287.45	\$0.60
D01500028246	50,00
D0\$\$6028494	\$2,00
D0556072335	1448.50
SAG904387	\$27,846.50
\$AC90;5698	\$0.00

05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 6 of 95

10:ALLIANCE

JAN-11-2078 11:578M From: S162246849

Contract(s) to be assumed and/or assigned:	Cure amount:
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'	
	w.,
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p.S

ASM CAPITAL

7600 JERICHO TORNPIKE: SUITE 302 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 FAX: (516) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

## BY FACSIMILE AND US MAIL

Douglas Wolfe, Enq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 2/9/06 (the "Transfer Agreement"), whereby we SIGMUND COHN CORP ("Transferor") transferred to ASM Capital H.L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement. Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any case payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To the Assumed Or Assumed And Assigned Under Plan Of Reorganization, doted December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon. I. on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor's attorney-in-fact and agent. Transferor ratifies ASM's previous execution of the Cure Notice Form.

05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 8 of 95

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It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claire and that this letter may be publicly filed.

Sincerely,
NAME OLILLI
TITLE CENT
Transferor: SIGMUND COHN CORP
Tel. (914) 664-5300
Fox (914) 613-1525
DATE 1/14/0%
Acknowledgement:
STATE OF
COUNTY OF
The foregoing instrument was acknowledged before me this day of 20 by produced (YOUR FULL LEGAL NAME), who is personally known to me or who has
Signature of person taking acknowledgment
Name typed, printed, or stamped
Title or rank
Serial number (# applicable)

01-11-06:01:28Рм) Jan 16 08 10:60a

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United States Baykruptcy court Southern district of New York

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delphi corporation, 51 ol.,

Chapter 11

Case No. 05-44481 (ROD)

Dobtoza,

(Jointly Administered)

NOTICE OF CIRE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSUMED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankraptcy Court for the Southarn District of New York (the "Bankraptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliates, debtors-in-possession (the "Debtors") and (ii) surhorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to care ("Cure") and assume or assume and assign the contract(s) listed on Schedule I specked besets as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurizman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'm Delphi Cure Cinims, so as to be received by 7:30 p.m. (prevailing Eastern time) on January II, 2808. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsteured claims.

The Debtors' records reflect the amounts owing for proportion arrestages as set forth on Schooleds I (the "Cure Amount"). Please follow the four okens below and sign this notice to ensure that you receive the Cure to which you are entitled.

Please check one of the boxes below:

Yes, I agree with the Cure Amount listed on <u>Schedule I</u> (complete Step 2 below)

No, I disagree with the Cure Amount listed on <u>Schedule I</u> (skip Step 2 and go to

01-18-06:01:20PM

Jan 15 08 10:50a

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### Step 7

Review the Plan in its entirety, including Article 5.3 of the Plan governing treatment of general unsecuted claims, and cauck one of the boxes below:

I request payment of my Cure Amount in each (without postpetition interest) as soon as reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")

I request payment of my Cure Amount on the Distribution Date in the Pian currency afforded General Unsecured Claims, including postpetition interest from the Position Dute through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

### Step 2

If you observed the box in Step I indicating that you disagree with the Cure Amount, or if you checked the box in Step 2 indicating that you want to be paid in each, you must sign and return for exercise we out to step a minimum man you make to be provided that any out to be received on or prior to 7:00 p.w. (prevailing Eastern fine) on January 11, 2008. You must also file an oblection that states with specificity your asserted Cure amount. including appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fall to return this form by January 11, 2008 but funcly file and serve an objection in accordance with the procedurer outlined below, or vice versa, your objection will not be considered, the Cure Amount executed by the Debtors Will be controlling, you will be paid the Care Amount in Plan carrency in exchange for, among other things, the releases set forth in Article If of the Plan, and your contract(s) will be assumed, or assumed and assigned, (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Chra Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Rankoupery Procedure, the Local Backruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. 58 102(1) And 103 And Fed. R. Bankr. P. 2002(m), 2006, 2007. And 9014 Establishing Omnibus Flearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Dooker No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptey Court in accordance with General Order 24-242 (as amended) registered users of the Bankrippicy Court's case tiling system must file electronically, and all other partiesin interest most file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or my other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Draio, United States Bankraptey Judge, One Howling Green, Room 632, New York, New York 10004, and (e) he served upon (i) Delphi Corporation, 5725 Delphi Drive. Troy, bilebigan 48098 (Att'n: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Slate, Mengher & Flora LLP, 333 West Wacker Drive, Suite 2100, Chicago, Himois 60606 (Artic John K. Lyons and Ron E. Monder), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York; New York 10017 (Attn: Donald Bennstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attin Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 19094 (Artn: Bonnie Steingart), (vi) counted for A.D. Acquisition Holdings, LLC clo Appalouss Management L.P., White & Case LLP, Washeyin Financial Center, 200 South Biscayne Bonlovard, Suite 4900, Minri, Florida 33131 (Atta: Thomas E. Leuria) and White & Case LLP. 1155 Avenue of the Americas, New York, New York 10036 (Auh: Glenn M. Kintz and Gregory Pryor), (vii) counsel for Harbinger Del-Anto Investment Company, Ltd., White & Case LLP,

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Wachovin Financial Center, 206 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Atth: Thomas E. Lauria) and White & Case LLP, 1156 Avenue of the Americas, New York, New York 10036 (Aurn: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehalf Street, Suite 2100, New York, New York 1600s (Attn: Alicia M. Leonbard), in each case so as to be received no later than 4:80 p.m. (prevoiling Eastern time) on the 30th day following the effective date of the Pion (the "Cure Objection Deadline"). Objections not timely filed and surved in the number set forth above will not be considered and will be deemed

If there is a dispute regarding (i) the pature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assistance to provide "adequate assurance of figure performance" (widnin the meaning of section 365 of the Bankrupicy Code) under the contract or lease to be assumed, or (iii) any other mater pentalning to assumption, or assumption and nealgraneut, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Basic uptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610. New York, New York 10004, at such date and tune as the Court may schedule, and Cure will occur following the entry of a final order of the Bankuptcy Court resolving the dispute and opproving the exemulation or examination and easignment, as the case may be; provided however, that if there is a dispute as to the amount of Care that cannot be resolved consequently among the period, the Debtors shall have the right to reject the contract or leave for a period of five days after early of a final order establishing a Cure amount in excess of that provided by the Debtors.

Sign and return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segando, California 90245, Aut'n: Delphi Cure Cinima, so as to be received by 7:00 p.m. (prevailing Eastern time) on Japanery 11, 2008. If you fail to simely return this form, your contract(s) or leane(s) will be assumed, or assumed and assigned, and you will be paid the Cure amount listed on Schedule I in new common stock of reorganized Daiphi and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Pien.

Print Name:

Title:

Delphi Legal Information Hottine: Toll Free: (800) 718-5305

International: (248) 813-2698

Delphi Legal information Website: bitp://www.delphidocket.com

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p.8 \* 7/ 8

Dated: New York, New York December 18, 2007

> skadden, arps, slate, meagher & flom Llp

John Wm. Buller, Jr. (JB 4711)
George N. Panngakis (GP 6770)
Ron E. Meister (RM 3026)
Nathan Stuart (NS 7872)

133 West Wacker Drive, Suite 2100
Chicago, Himoia 66606

Kayalya A. Marefioli (KM 9632) Thomas J. Marz (TM 5986) Four Tiroca Square New York, New York 16036

Attorneys for Delphi Corporation, et al. Debtors and Debtors in Possession

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# Schedule 1

Care amounts
\$8,118.29
\$0.00
\$3,051,43
\$2,809.73
<u> </u>

None Chooks Payable to Asia Capitai,

ASM Capital 1600 Jesteb Yangika, Spite 301 Weedlang, NY 11797 Ordered Creditors

Sigmund Cohn Corp 121 5 Columbus Avo Mount Yernon, NY 10553

RD Nomber: R0001224922 PTI ID Nomber: CH01194 Bereds: 0344481071720165500001318

19146646377



#### Precision Fabricated Metals

Sigmund Cohn Corp. 121 South Columbus Avenue Mt. Vernon, New York 10553 Tel: 914-664-5300 Fex: 914-664-5377

E-mail: Info@algmundcohn.com Website: http://www.sigmundcohn.com



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Reı		shi Automolive Syste kruptcy	oms LLC	CC;		
Phone	(516	6) 224-6040 ext. 102		Date;	1/15/2008	4
Faoc	(516	5) 224-6049	•	Pages	8 inct, cover	
104	DOU	d Anotia		From:	Physia Sabin	

PROM WINOSOR MACHINE & STAMPING

(TUE) JAN 15 2008 76:07/57, 15:05/No. 68:05:0017 P

## ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 · FAX: (516) 224-6049

## A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

### BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Re:

Reference is made to that certain Assignment of Claim Agreement executed on or about 2/22/06 (the "Transfer Agreement"), whereby we WINDSOR MACHINE & STAMPING EFT LTD ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Chaim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon. I. on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure Notice Form.

05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 16 of 95

PROM WINDBOR MACHINE & STAMPING

Sincerely,

(TUE) JAN 15 2008 18:08/21.15:06/No. 68101:9817 9

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankcuptcy case in connection with the Claim and that this letter may be publicly filed.

NAME
TITLE CA
Transferor: WINDSOR MACHINE & STAMPING EFT LTD
Tel. (519) 737-7155
Fax (519) 737-7102
DATE TANIS/08
Acknowledgement:
STATE OF
COUNTY OF
The foregoing instrument was acknowledged before me this
Signature of person taking acknowledgment
Name typed, printed, or stamped
Title or rank
Serial number (if applicable)

FROM WINDBOR MACKINE & STAMPING

(TUE) JAM 15 2008 16:08/ST, 15:05/No. 58:01198:17 P

UNITED STATES BANKRUPT SOUTHERN DISTRICT OF NET	CY COURT W YORK		
*****	~ ~ <i>^ • •</i>	x	
In re		:	Chapter 11
DELPHI CORPORATION, # 11.		:	Case No. 05-44481 (RDD)
	Debtors.	;	(Jointly Administered)

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the Pirst Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors bereby provide notice of their intent to care ("Cure") and assume or assume and assign the contract(s) listed on <u>Schedule I</u> attached herete as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 99245, Att'n: Delphi Cure Claims, so as to be received by 7:60 p.m. (prevailing Eastern time) on January 11, 2008. If you fall to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for propetition arranges as set forth on Schoolule 1 (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are entitled.

#### 1 ca28

Please check one of the boxes below:

Yes, I agree with the Cure Amount listed on Schedule I (complete Step 2 below)

No. I disagree with the Cure Amount listed on Schedule I (skip Step 2 and go to Step 3 below)

RD(073962)3 CH01451

PROM WINDSOR MACHINE & STAMPING

(TUC) JAN 15 2005 16:08/57, 15:08/No. 68:0119017 P 8

#### Step 2

Review the Plan in its entirety, including Article 5.3 of the Plan governing treatment of general ansecured claims, and check one of the boxes below:

I request payment of my Cure Amount in cash (without postpetition interest) as soon as reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")

I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpetition interest from the Pedition Date through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

#### Step 3

If you checked the box in Step 1 indicating that you disagree with the Cure Amount, or if you checked the box in Step 2 indicating that you want to be paid in each, you must sign and return this notice so as to be received on or prior to 7:60 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, on or before the 36th day following the effective date of the Plan. If you fail to return this form by January 11, 2008 but timely file and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered, the Cure Amount asserted by the Debtors will be controlling, you will be paid the Cure Amount in Plan currency in exchange for, among other things, the releases set forth in Article 11 of the Plan, and your contract(s) will be assumed, or assumed and assigned. (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007. And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filled with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptoy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, One Bowling Green, Room 632, New York, New York 10064, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, State, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Atrin: John K. Lyons and Ron B. Meisler), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Arth: Donald Bernstein and Brian Resmick), (iv) counsel for the official committee of unsecured creditors, Lathern & Watkins LLP, 885 Third Avenue, New York, New York 16022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Attn: Bonnie Steingart), (vi) counsel for A-D Acquisition Holdings, LLC de Appaloosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Minmi, Florida 33131 (Att'n: Thomas S. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Attn: Glenn M. Kurtz and Gregory Pryor), (vii) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,

RD607396215 CN01453

FROM WINDSOR MACHINE & STAMPING

(YUE) JAN 15 2008 18:09/87. 15:05/No. 6810110617 P

Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Minni, Florida 33131 (Affn: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Atfn: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Atfn: Alicia M. Leonhard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective dute of the Plan (the "Cure Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed overruled.

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignee to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10664, at such date and time as the Court may schedule, and Cure will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be; provided however, that if there is a dispute as to the amount of Cure that cannot be resolved consensually among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

#### Step 4

Sign and return this form in the envelope provided to Kartzman Carson Consultants LLC, 2335 Alaska Avenue, El Seguado, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you full to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be puid the Caro amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Plan.

By: Market ASM Capital, IP (Assigner of Windson Machine a Stumping)

Print Name:

Title:

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698 Delphi Legal Information Website: http://www.delphidocket.com

avid Lulter CFC

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FROM WINDSOR MACHINE & STAMPING

(TUE) JAN 10 2008 15:07/87. 16:06/NA. 8810119817 P

### Fax Transmittal Form

ASM CAPITAL

7600 JERICHO TURNIJKE, SUITE 303 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 · FAX: (516) 224-6049 BMAIL: Dwolfo@ASMC#pliel.com

A Board Member of the Trade Claim Buyers Association

Date:

January 11, 2008

To:

David Zultek

Company:

WINDSOR MACHINE & STAMPING EFT LTD

Re:

Delphi Automotive Systems LLC Bankruptcy

From:

Doug Wolfe

Tel:

(516) 224-6040 x-102

Fax:

(516) 224-6049

Email:

DWolfe@ASMCapital.com

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liths to recolumn. This assesses is intended only for the use of the individual or emity to which it is addressed, and may constant information that is privileged, confidential and/or exempt from disciouse under applicable law. Other than the introduct excipient, you are hereby excipled that any disciousing distribution or copyring of this communication is sciently prohibited.

Message: Please see attached.

10 39Vd

The attached document is a standard cover letter we will be sending along with the Notice of Cure Amount that you had previously emailed to us. Please sign and resend that letter to us via fax or email.

The Notice of Cure is also attached.

Please fully execute the Notice of Cure. Please sign your name, print your name, and include your company name and your title. This information can be placed adjacent to Adam's Moskowitz's signature on the last page of the document.

Our fax number is 516.224.6049. You may also email me and please be sure to co: dwolfe@asmcapital.com

It is urgent that we get this information as soon as possible.

Thank you so very much for your continued cooperation.

Please contact me with any questions or concerns.

FROM WINDSON MACHINE & STAMPING

(TUE) JAN 15 2008 15:10/87, 15:05/No. 6810110617 P 8

Dated: New York, New York December 10, 2007

> skadden, arps, slate, meagher & flom LLP

John Wm. Butler, Jr. (JB 4711)
George N. Panagakis (GP 0770)
Ron E. Meisler (RM 3026)
Nathan Stuart (NS 7872)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

- and -Kayalya A. Maraffori (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 19036

Attorneys for Delphi Corporation, 25 si., Debtors and Debtors in Possession

RD407394215 C1401491

 P. 01

## A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

## BY FACSIMILE AND U.S. MAIL

Dauglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Re:

Reference is made to that certain Assignment of Claim Agreement executed on or about 1/22/07 (the "Transfer Agreement"), whereby we VOGELSANG CORP ("Transferor") transferred to ASM Capital II L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited golely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor millies ASM's previous execution of the Cure Notice Form.

11-2080 05:46 PM	ø,
Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.	
Sincerely. NAMB	
TITLE VICE PRESIDENT/GENERAL MANAGER	
Transferor: VOGELSANG CORP	
Tel. (732) 364-0444	
Fex (732) 364-2979	
DATE JANUARY 11, 2008	
Asimowiedgement	
STATE OF NU	
COUNTY OF OCEAN	
The foregoing instrument was scknowledged before me this 11 day of JANUARY 20 JENNIFER L. DELUCA YOUR FULL LEGAL NAME), who is personally known to me or wh	)8 by
produced	c heb
Signature of person taking acknowledgment	
JENNIFER L. DELUCA	
Name typed, printed, or stumped	
COMPUTER SYSTEMS ADMIN	

Serial number (if applicable)

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P.03

DELPHI CORPORATION, 51 8L.

Case No. 05-44481 (RDD)

Deptors.

(Jointly Administered)

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT
TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Baskruptcy Court for the Scottlern District of New York (the "Rankruptcy Court") entered an order (the "Solkitation Procedures Order") (Docket No. 11389) (I) approving the disclosure statement (the "Disclosure Statement") with respect to the Piret Amended Joint Plan of Reorganization of Delphi Corporation and Cartain Affiliates, Debtors and Debtors-in-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and Gebtors-in-possession (the "Debtors") and (II) authorising the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to care ("Cure") and assume or assume and assign the contract(s) listed on <u>Solicitals 1</u> attached bareto as provided in the Plan and the Disclosure Statement.

You must return this form in the servelope provided to Kurtzman Carson Consultants LLC, 2338 Alaska Avenue, El Segundo, California 90248, Att'n: Delphi Care Claims, so as to be received by 7:86 p.m. (prevailing Eastern time) on January 11, 2006. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedulo I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debters' records reflect the amounts owing for propetition arrestages as set forth on Schedule 1 (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are smitted.

#### Štop 1

You, I agree with the Cure Amount listed on Schodule 1 (complete Step 2 below)

No. I disagree with the Cure Amount listed on Schodule 1 (akip Step 2 and go to Step 3 below)

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P. 94

general unsacured cinims, and check one of the boxes below:

回	I request payment of my Cure Amount in cash (without postpetition interest) as soon a reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")
	I request payment of my Cure Amount on the Distribution Date in the Pian currency afforded General Unsecured Claims, including postpetition interest from the Petition Date through the exciter of the Confirmation Date or Japuary 31, 2008 at the Michigan Standary Rate (all as defined in the Pian) (akin Step 3 and complete Step 4 below)

#### Step 3

If you checked the box in Step I indicating that you want to be paid in each, you must sign and return this nation to be to be in Step 2 indicating that you want to be paid in each, you must sign and return this nation to at the received on or prior to 7:06 p.m. (provailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate decommentation thereof, on or before the 30th day following the effective date of the Plan. If you fell to return this form by January 11, 2008 but timely file and serve an objection in accordance with the procedures outlined below, or vice verse, your objection will not be considered, the Cure Amount asserted by the Debtars will be controlling, you will be paid the Cure Amount in Plan currency in exchange for, among other things, the releases set forth in Article 11 of the Plan, and your contract(s) will be assumed, or assumed and assigned, (see thate with Step 3 and also complete Step 4 below)

Objection Precedence. Objections to the proposed Cure Amount and/or the assumption or the assumption and savigument of the contract must (a) be in writing, (b) conform to the Federal Rules of Benisreptcy Procedure, the Local Bunkruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. F. 2002(m), 9006, 9007, And 9016 Establishing Omnibus Hearing Dates And Cortain Notice, Case Management, And Administrative Procedures, entered Merch 20, 2006 (Docket No. 2883), and the Selicitation Procedures Order, (c) be filled with the Bankruptcy Court in accordance with General Order M-242 (as amended) -registered users of the Bankruptcy Courts case filing system must file electronically, and all other parties. in-interest must file on a 3.5 Inch click (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chemicae of the Honorable Robert D. Drain, United States Banksuptoy Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive. Troy, Michigan 48098 (Attn: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Slate, Marghet & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John K. Lyons and Ron B. Metaler), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Aura: Donald Bernstein and Brian Resnick), (iv) counsel for the afficial committee of unsecured creditors, Lathan & Wallens LLP, 885 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg and Mark A. Broads), (V) commend for the official committee of equity accurity holders, Fried, Frank, Harris, Suriver & Jacobson LLP, One New York Plane, New York, New York 19904 (Attn: Beonie Steingert), (vi) counsel for A-D Acquisition Holdings, LLC c/o Appaioces Management L.P., White & Case LLP, Wachovia Financial Canter, 200 South Bisosyne Boulevard, Suite 4900, Mitami, Plorida 33131 (Atta: Thomas B. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Attn: Glenn M. Kurtz and Orogory Pryor), (vii) counsel for Harbinger Del-Auto investment Company, Ltd., White & Case LLP,

CN01412

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P.05

Thomas B. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 19936 (Att'n: John M. Reiss and Gragory Pryor), and (vill) the Office of the United States Trustee for the Southern Dietrics of New York, 33 Whitehall Sueet, Suite 2100, New York, New York 10004 (Astro-Aliefe M. Leonhard), in each case so as to be received as later than 4:00 p.m. (prevailing Eastern time) on the Stitle day following the effective date of the Plan (the "Cure Objection Describes"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed overnied.

If there is a dispute regarding (f) the nature or amount of any Core, (ii) the ability of the Reorganized Debter or any assignee to provide "adequate assurance of fixture performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any ofter matter perteining to assumption, or assumption and assignment, of the contract(s) or lesse(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankrupicy Judge, United States Bankruptcy Court for the Southern District of New York, One Howling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and Ours will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the essemption of assumption and assignment, as the case may be; provided however, that if there is a disperience to the amount of Cure that cannot be received consensually among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

#### Step 4

Sign and refers this form in the envelope provided to Kartzman Carson Committants LLC. 2335 Albrica Avenue, El Segundo, Celifornia 98245, Alt'u: Deiphi Care Cinima, so as se be received by 7:00 p.m. (prevaling Eastern time) on January 11, 1088, If you full to timely return this form, your contract(s) or lease(s) will be excumed, or assumed and antigacit, and you will be paid the Cure amount listed on Schreinie I in new common stock of reorganized Dalphi and rights to perticipate in the discount rights offering in the proportions set forth in Article 5.3 of the Plan.

Print Name:

Title:

Delphi Legal Information Hutline:

Toll Free: (800) 718-5305 Interestional: (248) 813-2698 VICE PRESIDENT/GENERAL MANAGER VOGELSANG CORPORATION

Daiphi Logal Information Website: http://www.delphidouket.com

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## ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 - WOODBURY, NY · 11797 PHONE: (516) 224-6040 FAX: (516) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

### BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 4/5/06 (the "Transfer Agreement"), whereby we CALDWELL INDUSTRIES INC ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 19, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Porm").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon. I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure Notice Form.

P. 003

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.
Sincerely
TITLE NIEL- WAS COUNT & OSO
Transferor: CALDWELL INDUSTRIES INC
Tel. (502) 778-6989
Fax (502) 779-5076
DATEI \( \langle 08
Acknowledgement
STATE OF Kantucky
COUNTY OF JESSELSON
The long cine incirument was acknowledged before me this / day of CALLOTY 20 08 by
roctuced
Karin Vatterson
ignature of person teking acknowledgment
KALIN FATTERSON umo typed, printed, or stamped
accountant
lle or rank

Seriel number (if applicable)

JAN/11/2008/FRI 04:20 PM CALDWELL INDUSTRIES

FAX No. 5027765304

P. 004

Jim's Copy

United States Bankruptcy Court SOUTHERN DISTRICT OF NEW YORK

in re

Chapter 11

DELPHI CORPORATION, SEL

Case No. 05-44481 (RDD)

Debtora.

(Jointly Administered)

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Soothern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Flan of Reorganization of Delphi Corporation and Contain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to ablicit votes on the Pint.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to care ("Core") and assume or assume and assign the contract(s) listed on Schedule 1 ottached bereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurizman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Atfin: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured cinims.

The Debtors' records reflect the amounts owing for propetition arrestages as set forth on Schedule ! (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are estified.

Sien.

Please check one of the boxes below:

Yes, I agree with the Cure Amount listed on Schedule 1 (complete Step 2 below) No, I disagree with the Cure Amount listed on Schedule 1 (skip Step 2 and go to Step 3 below)

original mailet

RD144305132

JAN/11/2008/FRI 04:20 PM CALDWELL INDUSTRIES

PAX No. 5027765304

P. 005

#### Step 2

Review the Plan in its entirety, including Article 5.3 of the Plan governing treatment of general unsecured claims, and check one of the boxes below:

I request payment of my Care Amount in cash (without postpetition interest) as soon as reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")

I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpetition interest from the Petition Date through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (akip Step 3 and complete Step 4 below)

#### Step 3

If you checked the box in Step 1 indicating that you disegree with the Cure Amount, or if you checked the box in Step 2 indicating that you want to be paid in cash, you must sign and return this notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fall to return this form by January 11, 2008 but thusty file and serve an objection in accordance with the procedures entitied below, or vice versa, your objection will not be considered, the Cure Amount asserted by the Debtors will be controlling, you will be paid the Cure Amount in Plan currency in exchange for, among other things, the releases set forth in Article 11 of the Plan, and your contract(s) will be assumed, or assumed and assigned. (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing. (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. \$6 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) he filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filling system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (prafembly in Portable Document Format (FDF), WordPortest, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, One Bowling Green, Room 632, New York, New York 10004, and (a) be served upon (l) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Atta: General Counsel), (ii) counsel for the Debtors, Skudden, Arps, Slate, Meagher & Flore LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Atth: John K. Lyons and Ron E. Missler), (iii) counsel for the agent under the postpetition credit facility. Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Arru: Donald Bernstein and Brian Resmick), (iv) counsel for the official committee of mesecured creditors, Lathern & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attin: Robert I. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Pissa, New York, New York 18004 (Atth: Bonnie Steingart), (vi) counsel for A-D Acquisition Holdings, LLC c/o Appaloosa Management L.P., White & Case LLP, Wachevia Financial Center, 200 South Biscayne Boulevard, Sulte 4900, Miami, Florida 33131 (Attu: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 19036 (Atth: Glenn M. Kuttz and Gregory Pryor), (vii) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,

RD144308192 C1806006

Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Attn: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Attn: John M. Reiss and Gregory Pryor), and (vili) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be desired oversuled.

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assigned to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or leave to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and Cure will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be; provided, however, that if there is a dispute as to the amount of Cure that cannot be resolved consensually among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order ostablishing a Cure amount in excess of that provided by the Debtors.

#### Ston 4

Sign and return this form in the envelope provided to Kurtzman Carson Consultants L.I.C., 23:35 Alaska Avenue, Et Segundo, California 90245, Att'u: Delphi Care Claims, so as to be <u>recrived</u> by 7:00 p.m. (prevsiling Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the Cure amount listed on <u>Schedule 1</u> in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Plan.

1

Title Vine Prince of Ake

Delphi Legal Information Hotline:

Toli Free: (800) 718-5305 International: (248) 813-2698 Delphi Legal Information Website: http://www.delphidocket.com

D0444B1071220106G46G00224

Dated: New York, New York December 10, 2007

SKADDEN, ARPS, SLATE, MEACHER
& FLOM LLP
John Win. Butler, Jr. (JB 4711)
George N. Panagakis (GP 9770)
Ron B. Meinler (RM 3026)
Nathan Stuart (NS 7872)
333 West Wacker Drive, Suite 2100
Chicago, Ellinols 60606

- and -Kayalyn A. Marafloti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 10036

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession



JAN/11/2008/FR1 04:21 PM CALDWELL INDUSTRIES

FAX No. 5027765304

P. 008

## Schedule 1

Contract(s) to be assumed and/or assigned:	Cure amount:
D0350042043	\$240.00
D0550044112	\$371.60
D0550644)17	\$0.05
<u> </u>	
	Miles Marie Control of the Control o

January 11, 2008

To: Heather Berkowitz Fax: 516-224-6049

Enclosed are the documents you requested.

If you have any further questions please contact me.

James R. Winchell

Vice President & CFO

Phone 502-779-3192

JAN-11-2008 16:16

MPSTEX IND

1 413 532 6639 P. 03

# ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (516) 224-6646 · FAX: (516) 224-6649

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

Junuary 11, 2008

### BY FACSIMILE AND U.S. MAIL

Douglus Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 2/27/06 (the "Transfer Agreement"), whereby we MASTEX INDUSTRIES INC ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent. Transferor ratifies ASM's previous execution of the Cure Notice Form.

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05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 37 of 95

JAN-11-2883 16:17

MASTEX IND

1 413 532 5539 P.04

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sincerely,
NAME JETTHEY STREETHIN
TITLE THE HOURGE
Transferor: MASTEX INDUSTRIES INC
Tel. (413) 536-3614
Fax (413) 532-6637
DATE///08
Acknowledgement:
STATE OF
COUNTY OF
The foregoing instrument was acknowledged before me this
Signature of person taking acknowledgment
Name typed, printed, or stamped
Title or rank
Serial number (if applicable)

JRN-11-2008 16:17

MASTEX IND

1 413 532 6639 P.05

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

DELPHI CORPORATION, of al.,

Debtors.

(Jaintly Administered)

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedurer Order, the Debtors hereby provide notice of their intent to cure ("Cure") and assume or assume and assign the contract(s) listed on Schedule 1 attached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Computants LLC, 2335 Alaska Avanue, El Segundo, California 90245, Att'n; Delphi Cure Claims, so as to be geceived by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount fisted on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Flan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arranges as set forth on Schooled 1 (the "Cure Amount"). Please follow the four steps below and sign this notice to enture that you receive the Cure to which you are entitled.

St	tel .
F	raso check one of the hoxes below:
	Yes, I agree with the Cure Amount listed on Schedule I (complete Step 2 below) No. 1 disagree with the Cure Amount listed on Schedule I (skip Step 2 and go to Step 3 below)

JAN-11-2008 16:17

MASTEX IND

1 413 532 6639 P.06

#### Step 2

Ceneral un	eview the Plan in its entirety, including Article 5.3 of the Plan governing treatment of escented cinims, and shock one of the boxes below:
	I request payment of my Cure Amount in each (without postpetition intérest) as soon of reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")
	I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claima, including postpelition interest from the Pedition Date through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

#### Step 3

If you checked the box in Step I indicating that you disagree with the Cure Amount, or if you checked the box in Slep 7 indicating that you want to be paid in cash, you must right and return this notice so as to be received on or prior to 7:00 p.m. (prevaling Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, un or before the 30th day fellowing the effective date of the Plan. If you fall to return this form by January 11, 2008 hat timely the and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered, the Cure Amount assested by the Debtors will be controlled, you will be paid the Core Amount in Plun currency in each ange for, among other Chings, the releases set for the in Article II of the Plan, and your contract(a) will be assumed, or assumed and ansigned, (continue with Step

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Pederal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. 55 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 3883), and the Solicitation Procedures Order, (c) be filed with the Bankreptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 luch diek (preferably in Portable Document Pormat (PDF), WordPerfect, or any other Windows based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Sankniptcy Judge, One Bowling Green, Room 632, New York, New York (0004, and (e) he served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Atth: General Counsel), (ii) counsel for the Debtors, Skudden, Arps, Slate, Meagher & Flore LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Afric: John K. Lyons and Ron E. Meisler), (iii) counsel for the agent under the postperition credit facility, Davis Polk & Wardwell, 450 Laxington Avenue, New York, New York 10017 (Att'n: Donald Bornstein and Brian Rosnick), (iv) counsel for the official committee of unsecured creditors, Lathum & Walking LIP, \$85 Third Avenue, New York, New York 10022 (Attu: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity accurity holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 19904 (Arth; Bonnie Steingart), (vi) coursel for A.D. Acquisition Holdings, LLC co Appaicoss Management L.P., White & Case LLP, Wathovia Financial Center, 200 South Biscsyne Boulevard, Suite 4900, Minns, Florida 33131 (Airn: Thomas E. Lauris) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Auth): Glenn M. Kurz and Gregory Peyor), (vii) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,

4/4/2344

JRN-11-2008 15:18

MASTEX (ND

1 413 532 6639 P.07

Wachavin Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Atl'n: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Auth: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 19004 (Attn: Alicia M. Leonhard), in each case so as to be revolved no later than 4:00 p.m. (prevailing Eastern time) on the 36th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filled and served in the manner set forth above will not be considered and will be deemed

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignee to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter periodning to assumption, or assumption and assignment, of the contract(s) or leave(s), the Bandruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Oreen, Room 610, New York, New York 10084, at such date and time as the Court may schedule, and Cure will occur following the eatry of a final order of the Bankouptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be; movided, however, that if there is a dispute as to the amount of Cure that cannot be resolved consensually among the puriles, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

## Step 4

Sign and seturn this form in the savelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segando, Californio 90245, Alt'a: Dolphi Cure Claime, so as to be received by 7:00 p.m. (prevalling Eastern time) on January 11, 2008. If you fall to timely return this form, your contract(e) or leare(s) will be assumed, or assumed and assigned, and you will be paid the Core amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Plus.

rel IP Cousine of Marter Industries Point Name: Title:

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305

International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocker.com

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4. HTTLE

JAN-11-2008 16:18

MASTEX IND

1 413 532 6639 P.98

Dated: New York, New York December 10, 2007

> SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

Iohn Wm. Butler, Jr. (18 4711)
George N. Panagakis (GP 0770)
Ron E. Meisler (RM 1026)
Nathan Stuart (NS 7873)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

- 2nd -Kayalyn A, Marafloti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 19636

Attorneys for Delphi Corporation, at al., Debtors and Debtors-in-Postession JAN-11-2008 15:18

MASTEX IND

1 413 532 6639 P.09

## Schedule 1

Contract(s) to be assumed and/or assigned:	Cure amount:
D0550083166	
	\$112,370.7
XXS50074502	
) —	50.00
	- <u>-</u>

SANT Charles Payriole to ARM CAPSTAL

ASM Capital 1600 Jenoto Tempike, Suite 302 Woodbury, NY 11751 Опускы Сполного

MASTEX INDUSTRIES INC 2 BIGELOW ST HOLYOKR MA 1040

8D Nember: RD060989746 PTI-10 Number: CN00612 Berook: 954481871229186154000916 JAN-11-2000 16:16

MASTEX IND

1 413 532 5639 P.01

# MASTEX INDUSTRIES, INC.

P.O. BOX 1160 2-3 BIGELOW STREET HOLYOKE, MA 01041-1160 VOICE: 413/536-3614 FAX: 413/532-6639 FROM: DISTIN SUBJECT: You should receive \_ \_\_\_page(s), including this cover sheet. If you do not receive all the pages, please call 413/536-3614.

JAN-11-2808 16:16

MASTEX IND

1 413 532 6639 P.02

The attached document is a standard cover letter we will be sending along with the Notice of Cure Amount that you had previously emailed to us. Please sign and resend that letter to us via fax or email.

The Notice of Cure is also attached,

Please fully execute the Notice of Cure. Please sign your name, print your name, and include your company name and your title. This information can be placed adjacent to Adam's Moskowitz's signature on the last page of the document.

Our fax number is 516.224.6049. You may also small me and please be sure to oc: dwolfe@asracapital.com

It is urgent that we get this information as soon as possible.

Thank you so very much for your continued cooperation.

Please contact me with any questions or concerns.

## ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 - WOODBURY, NY · 11797 PHONE: (\$16) 224-6049 FAX: (\$16) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

#### BY FACSIMILE AND U.S. MAIL

Dougias Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Turapike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

In re Deiphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Re:

Reference is made to that certain Assignment of Claim Agreement executed on or about 4/20/06 (the "Transfer Agreement"), whereby we WET AUTOMOTIVE CANADA ("Transferor") transferred to ASM Capital II L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any care payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure Notice Form.

05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 46 of 95

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sincerely,
NAME Dec. Am Scromith
NAME Dee-Am Scromith TITLE Controlling Manager
Transferor: WET AUTOMOTIVE CANADA
Tel. (519) 739-4139
Fax (519) 735-6271
DATE Ja_1108
Acimowiedgements
STATE OF
COUNTY OF
The foregoing instrument was acknowledged before me this day of, 20 by
produced as identification.
Signature of person taking acknowledgment
Name typed, printed, or stamped
Title or rank
Serial number (if applicable)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK	
	x
	:
ln re	: Chapter 11
	:
DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Iointly Administered)
	i e
	x
NOTICE OF CURE AMOUNT WITH I	RESPECT TO EXECUTORY CONTRACT
	IGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) anthorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debters hereby provide notice of their intent to cure ("Cure") and assume or assume and assign the contract(s) listed on <u>Schedule i</u> attached herein as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts awing for prepctition arranges as set forth on Schodele I (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are extitled.

#### <u> Step 1</u>

Yes, I agree with the Cure Amount listed on Schedule 1 (complete Step 2 below)

No. I disagree with the Cure Amount listed on Schedule 1 (skip Step 2 and go to Step 3 below)



05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 48 of 95

#### <u> Step 2</u>

Review the Plan in its entirety, including Article 5.3 of the Plan governing treatment of general unsecured claims, and check one of the boxes below:

1 request payment of my Care Amount in each (without postpetition interest) as soon as reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")

1 request payment of my Care Amount on the Distribution Date in the Plan currency affected General Unsecured Claims, including postpetition interest from the Petition Date through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

#### Step 3

If you checked the box is Step 1 indicating that you disagree with the Cure Amount, or if you checked the box is Step 2 indicating that you want to be paid in cash, you must sign and return this notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also fite an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fall to return this form by January 11, 2008 but timely fite and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will pai be considered, the Cure Amount asserted by the Debtors will be controlling, you will be published Cure Amount in Plan currency in exchange for, among other things, the releases set forth in Article 11 of the Plan, and your contract(s) will be assumed, or assumed and assigned. (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankristey Procedure, the Local Bankristey Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Cestain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Horosuble Robert D. Drain, United States Bunkruptcy Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Florn LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Atfa: John K. Lyons and Ron B. Meisler), (iii) counsel for the agent under the portpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Autu: Donald Bernstein and Brian Resnick), (iv) coursel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Atth: Robert J. Rosenberg and Mark A. Broade), (v) coursel for the official committee of equity security holders. Fried, Frank, Harris, Shriver & Jacobson LIP, One New York Plaza, New York, New York 10004 (Afth: Bonnie Steingart), (vi) compel for A-D Acquisition Holdings, LLC c/o Appaloosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Attn: Thomas E. Launie) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Attn: Glenn M. Kurtz and Gregory Pryor), (vii) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,

> \$10247791601 CN01443 0544461971220105905001626

Washovia Financial Center, 200 South Biscayne Bonlevard, Suite 4900, Miami, Morida 33131 (Atla: Thomas B. Lauria) and White & Case LLP, 1155 Avenus of the Americas, New York, New York 10036 (Atla: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Atla: Alicis M. Leonhard), in each case so as to be received as later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the \*Care Objection Derdline\*). Objections not simely filed and served in the manuar set forth above will not be considered and will be deemed overruled.

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignee to provide "adequate assurance of future performance" (within the messing of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Ruom 610, New York, New York 10004, at such date and time as the Court may schedule, and Cure will occur following the entry of a final order of the Bankruptcy Court revolving the dispute and approving the assumption or assumption and assignment, as the case may be; provided, however, that if there is a dispute as to the amount of Cure that cannot be resolved consensually among the parties, the Debtors shall have the right to reject the contract or louse for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

#### Step 4

Sign and return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, Culturnia 90245, Att'm: Delphi Care Claims, so us to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fall to thusly return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the Care amount listed on Schoole 1 in new common stock of reorganized Delphi and rights to participate in the discount rights effering in the proportions set forth in Article 5.3 of the Plan.

Company Name: ASM Capital III. P (0315 her of Wet Automotive Canada)

Print Name:

-----

Title:

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305

International: (248) 813-2698

Dee Ann Sexsmith

WET Automotion Systems Cty

Controlling Manager

Delphi Legal Information Website:

http://www.delphidocket.com



Dated: New York, New York December 10, 2007

SKADDEN, ARPS, SLATE, MEACHER. & FLOM LLP
John Wm. Butler, Jr. (JB 4711)
George N. Panagakis (GP 0770)
Ron B. Meisler (RM 3026)
Nathan Stuart (NS 7872)
333 West Wacker Drive, Suito 2100
Chicago, Illinois 60606

Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, et al., Debters and Debters-in-Possession

> RDC4179160) CN03443 084481071220106306091528

## Schedule 1

ntract(s) to be assumed and/or assigned:	Cure amount:
D0550063449	\$26,390.15
D0550076326	\$8,335,14
D0550076407	\$115.35



05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D
Page 1 of 1

## Doug Wolfe

From: Dee-Ann Sexsmith (Dee-Ann.Sexsmith@WET-Group.com)

Sent: Friday, January 11, 2008 3:10 PM

To: Doug Wolfe

Subject: FW: Attached Image

From: canon@wet-group.com (mailto:canon@wet-group.com)

Sent: Pilday, January 11, 2008 3:87 PM

To: Dee-Ann Sexemith Subject: Attached Image

<<0612\_001.pdp>>

05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 53 of 95

## Fax Transmittal Form

## ASM CAPITAL

7600 IERICHO TURNPIKE, SUITE 303 · WOODBURY, NY · 11797 PHONE: (\$16) 224-6040 · FAX: (\$16) 224-6049 EMAIL: Dwolfe@ASMCxplial.com

A Board Member of the Trade Claim Buyers Association

Date:

January 11, 2008

To:

Dee-Ann Sexsmith

Company:

WET AUTOMOTIVE CANADA

Re:

Delphi Automotive Systems LLC Bankruptcy

From:

Doug Wolfe

Tel:

(516) 224-6040 x-102

Fax:

(516) 224-6049

Email:

DWolfe@ASMCapital.com

bloss to problem. This accessops is introded only for the use of the britishing or easily to which it is endowed, and may occanic information that is privileged, confidential moder exempt from discussive moder applicable law. Other than the intended recipient, you are hardy notified that any discontinuities, discipling or copyling of this encumentation is arrively prohibited.

Message: Please see attached.

The attached document is a standard cover letter we will be sending along with the *Notice* of *Cure Amount* that you had previously emailed to us. Please sign and resend that letter to us via fax or email.

The Notice of Cure is also attached.

Please fully execute the Notice of Cure. Please sign your name, print your name, and include your company name and your title. This information can be placed adjacent to Adam's Moskowitz's signature on the last page of the document.

Our fax number is 516.224.6049. You may also email me and please be sure to our dwolfs@asmcapital.com

It is urgent that we get this information as soon as possible.

Thank you so very much for your continued cooperation.

Please contact me with any questions or concerns.

## ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (\$16) 224-6040 · FAX; (\$16) 224-6049

## A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

## BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 3/10/06 (the "Transfer Agreement"), whereby we SYN TECH LTD ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent. Transferor ratifies ASM's previous execution of the Cure Notice Form.

05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 56 of 95

Jan 11 2008 2:19FM HP LASER	JET 3330 	p.2
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It is understood and intended b Deighi bankruptcy case in connection	by the Transferor that this letter may be used by ASM it with the Cleim and that this letter may be publicly filed	) (1)je 1.
Sincerely,		
0 - 1		
NAME Pan Shear	er-	
TIME Holmenial	iator	
Trapsferor: SYN TECH LTD		
Tel (630) 620-7050		
Fax (630) 620-4832		
DATE 1/10/08	·	
DA18	•	
Acknowledgements		
COUNTY OF DUPAY		
	ged before me this 10 day of January	
produced Sheens No	Ged before me this D day of Day on to ge or Day of	who hes
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Signature of person taking acknowledge.	en:	
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Sorial number (if applicable)	-	
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## ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 · FAX: (516) 224-6049

## A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

## BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Turnpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

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In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure Notice Form.

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			#. **	
I	It is understood and intended Selphi bankruptcy case in connectio	by the Transferor that this lette a with the Claim and that this l	r may be used by ASM in the etter may be publicly filed.	
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	Sincerely,			
	la 8h_			
	VAME			
	THE Tameno	Lan		
	Transferor: SYN TECH LTD COR	EFT		
•	rel. (630) 620-7050			
1	Fax (630) 620-4832			
1	DATE 1/10/08			
	Acknowledgement:			
	STATE OF TL			
4	COUNTY OF DUPAGE			
•	The foregoing instrument was soknowing	deed before me this 10 day of	1 A anuary , 2007 by	t
Ī	ricduced Lucina	as identification.		
;	Signature of person taking soknowledge			
`	Pam Shearer	nent,		
i	Vame typed, printed, or stamped			
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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		
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la re	:	
Potent many	;	Chapter 11
DELPHI CORPORATION, St ol.	:	
		Case No. 05-44481 (RDD)
Debtors.	;	(Jointly Administered)
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NOTICE OF CUIDE ANGLOSSIS	X.	

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to cure ("Cure") and assume or assume and assign the contract(s) listed on Schedule 1 attached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arrearages as set forth on Schedule 1 (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are entitled.

Sten	i	a noute to en
Pleas	e check one of the boxes below:	
	Yes, I agree with the Cure Amount listed on Schedule I No, I disagree with the Cure Amount listed on Schedule Step 3 below)	(complete Step 2 below) .] (skip Step 2 and go to

#### Step 2

Rev! general unse	ow the Plan in its entirety, including Article 5.3 of the Plan governing treatment of cured claims, and check one of the boxes below:
	I request payment of my Cure Amount in each (without postpetition interest) as soon as reasonably practicable after the Effective Date, but in any event no later than 30 days
	I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpetition interest from the Petition Date through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)
Step 3	Trace out 4 Below)

If you checked the box in Step I indicating that you disagree with the Cure Amount, or if you checked the box in Step 2 indicating that you want to be paid in cash, you must sign and return this notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you falt to return this form by January 11, 2008 but timely file and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered, the Cure Amount asserted by the Debtors will be controlling, you will be paid the Cure Amount to Plan currency in exchange for, among other things, the releases set forth in Article If of the Plan, and your contract(s) will be assumed, or assumed and assigned. (centime with Step 3 and also complete Step 4 below)

Oblection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Atth: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Florn LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John K. Lyons and Ron E. Meister), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Donald Bemstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n; Bonnic Steingart), (vi) counsel for A-D Acquisition Holdings, LLC c/o Appaloosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Attn: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: Glenn M. Kurtz and Gregory Pryor), (vii) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,

Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Att'n: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (All'n: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 31 Whitehall Street, Suite 2100, New York, New York 10004 (Alt'n: Alicia M. Leonbard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignce to provide "odequate assurance of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and Cure will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be; provided, however, that if there is a dispute as to the amount of Cure that cannot be resolved consensually among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

## Step 4

Sign and return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or jense(s) will be assumed, or assumed and assigned, and you will be paid the Cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Plan.

tal LP (assignee of SynTech Ltd)

Print Name:

Title:

Delphi Legal Information Hotline:

Manasiny Men

Toll Free: (800) 718-5305

International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

Jan 11 2009 2:20PM HP LASERJET 3330

p. 4

Wachovin Financial Center, 200 South Biscayne Boulevard, Suits 4900, Miami, Florida 33131 (Attac Thomas E. Churis) and White & Case LLP, 1135 Avenue of the Americas, New York, New York 19036 (Att'n: John M. Reiss and Gregory Plyor), and (viii) the Office of the United States Trustee for the Southorn District of New York, 3) Willichall Street, Suite 3100, New York, New York 10004 (Airs Alicia M. Leonhard), in each case so as to be received no later than 4:80 p.m. (prevailing Eastern time) on the 36th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filed and served in the pumper set forth above will not be considered and will be deemed

If there is a dispute regarding (1) the nature or amount of any Cure, (ii) the ability of the Reorganized Dabtor or any assignee to provide "edequate assurance of duties performance" (within the meaning of section 365 of the Bankruptery Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Count will conduct a hearing before the Flonorable Robert D. Drain, United States Bankruptcy Judge, United States Banksupicy Court for the Southern District of New York, One Bowling Cross, Room 610, New York, New York 10004, at such date and time as the Court may achedule, and Cure will occur following the entry of a final order of the Bankraptcy Court resolving the dispute and approving the accumption or assumption and assignment, as the case may be; provided, however, that if there is a dispute as to the amount of Core that exercise be resolved conscinually among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a finel order establishing a Cure amount to excess of that provided by the Debtors.

### Step 4

Sign and return fiels form in the surgiops provided to Kurtaman Carson Consultants LLO 2335 Allacka Avenue, El Seguado, California 56244, Att'a: Dulphi Cure Cinius, es as to be received by 7:00 p.m. (pravalling Eastern time) on Junuary 11, 1908. If you fall to finely return this form, your castract(s) or feare(s) will be secured, or assumed and arridated and year will be paid the cute amound listed on Schedule 1 to new company stock of reorganized Doighd and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Pinn.

PKaisience of SynTech Lital)

Print Name:

Title:

Idam Moster Manasity Men

Delphi Legal Information Hotlins:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: hnp://www.delphidacket.com

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07/11/5000 93:54

Dated: New York, New York December 10, 2007

> SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

John Wm. Butler, Jr. (3B 4711)
George N. Panagakis (GP 0770)
Ron E. Meisler (RM 3026)
Nathan Stuart (NS 7872)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

- and Kayalyn A, Marafioli (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 19036

Attorneys for Delphi Corporation, et al., Deblors and Deblors-in-Possession

## Schedule 1

Contract(s) to be assumed and/or assigned:	Cure amount:
D0550028712	
	\$5,600.00
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	***************************************
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	-
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Selid Checks Payable to ASM CAPITAL,

ASM Capital 1600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 Original Creditors

SYN TECH LID CORP EFT 1433C W. FULLERTON AVE ADDISON, EL 160101

BD Number, RD057851396 FTI BD Number, CN01250 Barcode: 0564481071220105301001406

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		
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In 7e	;	
	:	Chapter 11
DELPHI CORPORATION, et al.,	;	·
12.00 Telegraphic Control of the	:	Case No. 05-44481 (RDD)
Debtors,	:	•
DEB1013,	;	(Jointly Administered)
	;	•
NOTICE OF CURE AMOUNT WITH IN	X	

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT
TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to cure ("Cure") and assume or assume and assign the contract(s) listed on Schedule I attached bereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Seguado, California 90245, Att'u: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arrentages as set forth on Schedule I (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are entitled.

# Step 1 Please check one of the boxes below: Yes, I agree with the Cure Amount listed on Schedule 1 (complete Step 2 below) No. I disagree with the Cure Amount listed on Schedule 1 (sklp Step 2 and go to

## Step 2

gene	Revie	ew the Plan in its entirety, including Article 5.3 of the Plun governing treatment of cured claims, and check one of the boxes below:
V	]	I request payment of my Cure Amount in cash (without postpetition interest) as soon as reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")
L]	Si	I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpetition interest from the Petition Date through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)
	Step 3	t well with a mellowy

#### Step 3

If you checked the box in Step 1 indicating that you disagree with the Cure Amount, or if you checked the box in Step 2 indicating that you want to be paid in each, you must sign and return this notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fail to return this form by January 11, 2008 but timely file and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered, the Cure Amount asserted by the Debtors will be controlling, you will be paid the Cure Amount in Pian currency in exchange for, among other things, the releases set forth in Article If of the Pian, and your contract(s) will be assumed, or assumed and assigned. (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive. Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John K. Lyons and Ron E. Meisler), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (All'n: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (V) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Attn: Bonnie Steingart), (vi) counsel for A-D Acquisition Holdings, LLC c/o Appaloosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Attn: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: Glenn M. Kurtz and Gregory Pryor), (vii) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,

Wachovia Finoncial Center. 200 South Biscayne Boulevard, Suite 4900. Miami, Florida 33131 (Att'n: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignce to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Lourt for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and approving the assumption or assumption and assignment, as the case may be; provided, however, that if Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

## Step 4

Sign and return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lesse(s) will be assumed, or assumed and assigned, and you will be paid the Cure amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Plan.

Company Name: ASM Capital, LP (acongres of Syn Tech Ltd)

Print Name: Adam Moskowt

Title: Manasing Memse

Delphi Legal Information Hotline: Toll Free: (800) 718-5305

International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com Dated: New York, New York December 10, 2007

> SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

John Wm. Hutler, Jr. (18 4711)
George N. Panagakis (GP 0770)
Ron E. Meisler (RM 3026)
Nathan Stuart (NS 7872)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

- and -Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 10036

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

## Schedule 1

Contract(s) to be assumed and/or assigned:	Cure amount:
41219	Coop on
	\$980.00
47130	\$507.50
49038	
	\$415.10
49609	\$5,855.50
l	60,000,00
52393	\$595.80
53168	
V3100	\$5,880.00
54487	\$966.00
***************************************	

Send Checks Payable to ASM CAPITAL

ASM Capital 7600 Jericha Pumpike, Suke 302 Woodbury, NY 11797 Original Creditor:

SYN TECH LTD 1433 WEST FULLERTON AVE ADDISON, IL ADIO146-008

RD Number; NR0000315

FTI 8D Number: CN01687 Barrode: 8544481071220105301001405

## Schedule 1

Contract(s) to be assumed and/or assigned:	Cure amount:
42658	
	\$0.0
42872	\$0.00
42893	
43849	\$0.00
43049	\$0.00
45561	\$0.00
45940	\$9,00
46872	
47131	\$0.00
	\$0.00
53165	\$0.00
53354	\$0.00
56349	\$0.00
56350	
	\$0.00

Sond Checks Payable to ASM CAPITAL. ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11707

Original Creditors SYN TECH LITE

RD Number: FII ID Number: Baroode:

Wachovia Financial Certer, 200 South Biscoyne Boulevard, Suite 4900, Miami, Florida 33131 (Adjr. Thomas E. Laurin) and White & Case LLP, 1155 Ayrana of the Americas, New York, New York 11036 (Arriv: John M. Reiss and Oregoly Pryor), and (viii) the Office of the United States Trustes for the Southard District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Arrived Landson) Alicia M. Leonhard), in each case to us to be received no later than 4:60 p.m. (prevailing Eastern me) on the 30th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filled and served in the manner set forth above will not be considered and will be deemed

if there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Dubtor or any assignee to provide "adequate required of finite performance" (within the menting of section 365 of the Bankoupley Code) under the contract or loose to be assumed, or (iii) any other matter pentalaing to essumption, or assumption and assignment, of the convect(e) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy hidge, United States Bunkruptcy Court for the Southern District of New York, One Bowing Green, Room 610, New York, New York 10064, at such date and time as the Court may achedule, and Cure will occur following the entry of a final order of the Bankraptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be; provided, however, that there is a dispute as to the amount of Cure that cannot be resolved consumately among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a fenal order establishing a Cure amount to excess of that provided by the Debtona

## Step 4

Sign and return this form in the anvelops provided to Kurtumen Carson Coheminate I.I.C., 2133 Alocke Avenue, 21 Segundo, Califernia 90246, Act'a: Delphi Curn Claims, so us to be received by 7:08 p.m. (prevelling Eastern time) on January 11, 2008. If you full to timely return this form, your contract(s) or leave(s) will be possessed, or accumed and accigned, and you will be paid the Cura amount listed on Schooling 1 in now common stack of reorganized Delphi and rights to participate in the discount rights efforting in the propertiess set forth in Article 8.3 of the Plan.

1 (acononce of Syn Tach Ltd.)

Frint Name:

Title:

Oplphi Legal Information Horline:

Toli Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

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63:54 01/11/5080

Jan. 11. 2008 2:41PM FAIRCHILD AIR

No. 0268 P. 1

# ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (516) 224-6040. FAX: (516) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

## BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (\$16) 224-6040 ext 102

> Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 6/1/06 (the "Transfer Agreement"), whereby we FAIRCHILD SEMICONDUCTOR ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliance ("Delphi") on account of the Claim, including, among other rights, the right to elect to take each or plan entremey for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent. to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure Notice Form.

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sinceroly,
NAME Rick Piccoch
TITLE CREAT MANAGER
Transferor: FAIRCHILD SEMICONDUCTOR
Tel. (336) 639-3488
Fax (336) 659-9323
DATE JAN 11, 2008
Acknowledgement:  STATE OF Maine  COUNTY OF Combediened
The foregoing instrument was acknowledged before me this 17th day of 100 produced 1. Piecoclo IYOUR FULL LEGAL NAME, who is personally known to interer who has as identification.
Significant person taking acknowledgment
Hame typed, printed or stamped
The or rent - 17886  Serial number (if applicable)
- commence for addisorable)

United States Bankruptcy court Southern district of New York

X

DEC 2 6 2007

ln se

Chapter 11

DELPHI CORPORATION, SI BL.

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

NOTICE OF CURB AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Cestain Affiliates, Debtors and Debtors-in-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to cure ("Cure") and assume or assume and assign the contract(s) listed on <u>Schedule 1</u> attached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:50 p.m. (prevailing Eastern time) on January 11, 2068. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arrearages as set forth on Schedule I (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are entitled.

Step 1

Please check one of the boxes below:

Yes, I agree with the Cure Amount listed on Schedule I (complete Step 2 below)

No, I disagree with the Cure Amount listed on Schedule 1 (akip Step 2 and go to Step 3 below)

RD176227148 CN06428 0244481071220105245000450 05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 75 of 95

Jan. 11. 2008 2:429M FAIRCHILD AIR

No. 0268 P. 4

#### Step 2

Sere	Review the Plan in its entirely, including Article 5.3 of the Plan governing treatment of an assecuted claims, and check one of the boxes below:
A	I request payment of my Cure Amount in cash (without postpetition interest) as soon as masonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")
<u>L</u>	I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpetition interest from the Petition Date through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (aktp Step 3 and complete Step 4 below)

#### Step 3

If you checked the box in Step 1 indicating that you disagree with the Cure Amount, or if you checked the box in Step 2 indicating that you want to be paid in each, you must sign and return this notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fall to return this form by January 11, 2008 but timely file and serve an objection in accordance with the procedures cuttized below, or vice versa, your objection will not be considered, the Cure Amount sateried by the Debtors will be controlling, you will be paid the Cure Amount in Pian currency in exchange for, among other things, the releases set forth in Article 11 of the Man, and your contract(s) will be assumed, or assumed and assigned. (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. 55 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered Merch 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankmaptcy Court's case filling system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or my other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Atra: General Counsel), (ii) counsel for the Debtors, Skedden, Arps, State, Meagher & Florn LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attin: John K. Lyons and Ron B. Meisler), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Werdwell, 450 Lonington Avenue, New York, New York 10017 (Affe: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Lathern & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Atth: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security bolders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bounte Steingert), (vi) counsel for A.D. Acquisition Holdings, LLC c/o Appsloosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Attn: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Auth: Glenn M. Kurtz and Gregory Pryor), (vii) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Care LLP,

Jan. 11. 2008 2:43PM FAIRCHILD AIR

No. 0268 P. 5

Wachovie Financial Center, 200 South Biacayne Boulevard, Suite 4900, Miami, Florida 33131 (Atth: Thomas E. Lunin) and White & Case LLP, 1155 Avenus of the Americas, New York, New York 10036 (Atth: John M. Reiss and Gregory Pryor), and (viil) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Arth: Alicia M. Leonhard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed oversiled.

If there is a dispute regarding (I) the nature or amount of any Cure, (II) the ability of the Reorganized Debtor or any assignee to provide "adequate assumence of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iII) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and approving the assumption or assumption and assignment, as the case may be; provided, however, that if there is a dispute as to the amount of Cure that connot be resolved consequally among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

#### Step 4

Sign and return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'm: Delphi Curo Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2608. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the Care amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Pian.

Company Name: ASM Capital II, LP ( GIAGNER of Fairchild Semiconductor)

Print Name: Allem Maskewitz

THO: Mancedor Menter

Delphi Legal Information Hotline: Toll Free: (800) 718-5305

International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

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Part 2 Pg 77 of 95

Jan. 11, 2008 2:43PM FAIRCHILD AIR No. 0268 P, 6

Dated: New York, New York December 10, 2607

> skadden, arps, slate, meagher & flom Llp

John Wm. Buller, Jr. (JB 4711)
George N. Panagakis (GP 0770)
Ron E. Meisker (RM 3026)
Nathen Steart (NS 7872)
393 West Wacker Drive, Suite 2100
Chicago, Jilinois 50506

- and -Kayalyn A. Marafloti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 10036

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

## Schedule 1

niract(s) to be assumed and/or assigned	Cure amount:
D0550105410	\$0.00
D0850039378	50,00
DOS50040310	13,496,94
D0556040335	\$17,264.91
D053006(172)	\$0.80
120550041689	
D0559042127	\$0.00
D00310042558	\$16,660.44
D6550043291	\$0.00
D0550034422T0	\$2.00
D0550045635	\$0.00
D6550047167	\$0.00
D0550049083	\$0.00
D0550050500	\$20.00
D0550072642	\$1,638.57
120550075747	\$1,83.64
20550077839	\$4,113.91
	\$19,736,00
D0550077)51	\$12,579,41
D05500771S4	\$14,017,75
D0550677156	52,553,79

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Jan. 11. 2008 2:43PM FAIRCHILD AIR

No. 0268 P. 8

ntract(s) to be assumed and/or assigned:	Cure amount:
D0550077159	\$13,962.80
136550077236	\$0.50
D055007725%	\$27,810.70
D0550077283	\$359,69
DASS00777254	\$7,580.BB
D05500777255	\$629,45
D0550077260	\$9,212.69
D0550077272	\$17,264.91
P0850077278	\$0.00
D0550017677	\$52,97
D05500777822	\$0.66
D6550077784	\$0,00
D055007787]	50.00
\$0550079709	\$0.00
DQ\$\$90079710	· · · · · · · · · · · · · · · · · · ·
	\$0.60

## ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 FAX: (516) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

### BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel
ASM Capital
7600 Jericho Turapike, Suite 302
Woodbury, NY 11797
(516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 2/22/06 (the "Transfer Agreement"), whereby we WXP, Inc. (as successor in interest to Werner Co.) ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sincerely,
NAME Jan & Ohigien
TITLE PRESIDENT
Transferor: WXP, Inc. (as successor in interest to Werner Co.)
Tel. (724) 588-2000
Fax (724) 589-4336
DATE //11/08
Acknowledgement: STATE OF PA
COUNTY OF Mercex
The foregoing histrument was acknowledged before me this \(\begin{align*}{c}\) day of \(\sum_{\text{ODOCCL}}\) OOON \(\text{OONCL}\), 20\(\text{OB}\) by produced \(\Omega_{\text{ALIDED}}\) by \(\text{Constants}\) as identification.
Merica W Oxbusonu. Signèture of person taking acknowledgment
iame typed, printed, or stamped NOTARIAL SEAL MONA 16 ANKROM Notary Public
itie or rank Sugar Grove TWP, MERCER COUNTY My Commission Expires May 8, 2011
prial number (il applicable)

UNITED STATES BAY	ያር <i>ዊ ያጀመር የተ</i>
SOUTHERN DISTRICT	LOB MEM AUDIN

In re

Chapter 11

DELPHI CORPORATION, st al.,

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

### NOTICE OF CURB AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtore") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to cure ("Cure") and assume or assume and assign the contract(s) listed on Schedule 1 attached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2608. If you fall to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schodule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for propetition arranges as set forth on Schedule I (the "Cure Arnount"). Please follow the four steps below and sign this notice to ensure that you receive the Care to which you are entitled.

Step 1

Yes, I agree with the Cure Amount listed on Schedule 1 (complete Step 2 below)

No. I disagree with the Cure Amount listed on Schedule 1 (akip Step 2 and go to Step 3 below)



#### <u>5ten 2</u>

Regeral uz	eview the Pinn in its entirety, including Article 5.3 of the Plan governing treatment of secured claims, and check one of the boxes below:
	I request payment of my Cure Amount in cash (without postpetition interest) as soon a reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")
	I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpethion interest from the Petition Date through the carlier of the Confirmation Date or January 31, 2008 at the Michigan Suputory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

#### Step 3

If you checked the box in Step I indicating that you disagree with the Cure Amount, or if you checked the box in Step 2 indicating that you want to be paid in each, you must sign and return this notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fell to return this form by January 21, 2008 but timely file and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered, the Care Amount asserted by the Debtors will be controlling, you will be paid the Cure Amount in Plan currency in exchange for, among other things, the releases set forth in Article 11 of the Plan, and your contract(s) will be assumed, or assumed and assigned. (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007. And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) he submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankniptcy Judge, One Bowling Oreen, Room 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Aun: General Counsel). (ii) counsel for the Debtors, Skadden, Arps, Slate, Mengher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60605 (Att'n: John K. Lyons and Ron E. Melsler), (iii) counsel for the agent under the postpetition credit facility. Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10817 (Att'n: Donald Bernstein and Brian Respick), (iv) counsel for the official committee of unsecured creditors, Lathan & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 19084 (Auth: Bonnie Steingart), (vi) counsel for A-D Acquisition Holdings, LLC elo Appaloosa Management L.P., White & Case LLP, Wachovis Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miomi, Florida 33131 (Attn: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: Glean M. Kurtz and Gregory Pryor), (vii) counsel for Harbinger Del-Auto investment Company, Ltd., White & Case LLP,

Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Minni, Florida 13131 (Att'n: Thomas R. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Allain M. Leonbard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed overrulad.

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignce to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and Cure will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and acaignment, as the case may be; provided, however, that if there is a dispute as to the amount of Cure that cannot be resolved consensually among the parties, the Debtors shall have the right to reject the contract or lease for a pariod of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

#### Step 4

Sign and return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Deiphi Cure Claims, so us to be received by 7:00 p.m. (prevailing Eastern time) on Jahunry 11, 2008. If you full to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the Cure amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth to Article 5.3 of the Plan.

company Name: ASM Capital LP Cassignes of WXP Inx)

WXP. INC.

President

wa signature

Print Name;

Title:

cotor Hand

JOHN E THISTER

Delphi Legal Information Holline:

Toli Free: (800) 718-5305 International: (248) 813-2698 Delphi Legal Information Website: http://www.delphidocket.com

3

Dated: New York, New York December 10, 2007

> skadden, arps, slate, meagher & flom LLP

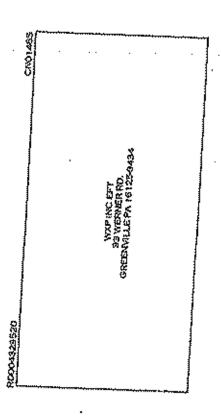
John War. Butler, Jr. ()B 4711)
George N. Panagakis (GP 0770)
Ron B. Meisler (RM 3026)
Nathan Stuart (NS 7872)
333 West Wacker Drive, Suke 2100
Chicago, Illinois 60606

- and -Kayalyo A. Marafioli (KM 9632) Thomas J. Matz (TM 5986) Pour Times Square New York, New York 10036

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

### Schedule 1

Contract(s) to be assumed and/or assigned:	Сиге атовиц
\$40>013328	\$547,626.96
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05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 88 of 95

Re: Despii Cure Notice

Page 2 of 2

redwards@keelle.com www.keelle.com <a href="http://www.keelle.com/">http://www.keelle.com/>

DISCLAIMER:

Any information and enclosure herein is confidential and may be legally privileged. It is intended for the recipient and its authorized agents only. The author believes the information herein to be reliable and accurate, but Kurtzman Carson Consultants LLC makes no warranty or representation as to its accuracy, completeness, freedom from viruses or errors in transmission. Unless otherwise stated, any opinions expressed herein are those solely of the author and do not necessarily reflect those of Kurtzman Carson Consultants LLC or its affiliates. If you have received this message and are not the intended recipient, please contact the sender immediately by return email and delete any copies you may have received.

1/10/2008

Message

Page 1 of 1

#### Doug Wolfe

والمراب وال Thigpen, John E. [John.Thigpen@signaturentuml.com] From:

Sen#: Thursday, January 10, 2008 1:34 PM

To: Doug Wolfe

Subject: FW: Delphi Cure Notice

Do you want to complete? or do you want me to complete with your selection of payment method and acknowledgement of the cure? Please adviso. ---Orlginal Message----

From: Romelia A. Edwards [mulito: REdwards@kcclk.com]

Sent: Wednesday, January 09, 2008 3:26 PM

To: Thigpen, John E.

Subject: Delphi Cure Notice

HI John,

Per your request, attached please find a duplicate original Cure Notice for WXP Inc. The deadline is this Friday, January 11, 2008 by 7:00 p.m. (ET). That means our offices need to actually be in receipt of the notices by that deadline. You may overnight them to our offices at the same address listed on the notice.

Please let me know if I can be of further assistance. Thank you.

Romeila Edwards Kurtzman Carson Consultants 2335 Alaska Avenue El Segundo, CA 90245 Direct: (310) 751-1816 Fax: (310) 751-1869 redwards @ scolle.com YOYAY Ecclic com

DISCLARRETE ANY Information and enclosure horizon is confidential and may be legally privileged, it is intended for the recipient and its exchanged eights only. The author befores the information herein to be reliable and appeared, but Recitionan Corner Consultant LLC makes no warranty or representation as a first source, complishment, incodes from vivues or enters in transmission. Unless either when stress solven the store solven in the author and do not reconstantly collect those of Kurtanan Corner Consultants LLC or the adilputes. If you have received this message and are not the Intended mobilent, please contact the sonder immediately by return email and delete any copies you may have received.

1710/2008

Message

Page 1 of 1

#### Doug Wolfe

rom: Thigpen, John E. [John Thigpen@signaturealuninum.com]

Sent: Thursday, January 10, 2008 5:02 PM

To: Romella A. Edwards

Co: Doug Wolfe

Subject: RE: Delphi Cure Notice

Please be advised that I have correctly executed the document today and I am attempting to get it placed in the FEDEX tonight.

To describe the management and by properties of the state of the state of the same of the

Attached is an imaged copy for your records. Thank you for working with me to get this corrected.

Sincerety,

John E. Thigpen President Signature Aluminum, Inc.

Original Message——
From: Romella A. Edwards (mailto:REdwards@kcdic.com)
Sent: Wednesday, January 09, 2008 3:25 PM
Tol Thigpen, John E.
Subject: Delph! Cure Notice

Hi John,

Per your request, attached please find a duplicate original Cure Notice for WXP Inc. The deadline is this Friday, January 11, 2008 by 7:90 p.m. (ET). That means our offices need to actually be in receipt of the notices by that deadline. You may overnight them to our offices at the same address listed on the notice.

Please let me know if I can be of further essistance. Thank you.

DISCLABATER:
Any information and enclosure bottom is confidential and may be legisly privileged, it is intended for the recipient and its surjections applies only. The surfer betieves the information herein to be reducible and occurrie, but Kintiman Carrier consultants LLC makes the warmanty or representation as to its accuracy, completeness, freedom from vicinas or among in manufaction. Unless otherwise stated, any opinions expressed herein and those solely of the puthor and do not necessarily reflect those of functionan Carrier and LLC or its unfaints. If you have received this message and are not the intended recipient, plotted contact the sender immediately by return errors and delete any copies you may have received,

## Fax Transmittal Form

ASM CAPITAL

7600 JERICHO TURNPIKE, SUITS 302 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 · FAX; (516) 224-6049 EMAIL: Dwolfodas Mcapital.com

A Board Member of the Trade Claim Buyers Association

Date:

January 11, 2008

To:

David Cardillo

Company:

WXP, Inc. (as successor in interest to Werner Co.)

Re:

Delphi Automotive Systems LLC Bankruptcy

From:

Doug Wolfe

Tel:

(516) 224-6040 x-102

Fax:

(516) 224-6049

Email:

DWolfe@ASMCapital.com

liste to neighbor. This message is intended only for the are of the individual or emity to which it is addressed, and may count information that is privileged, confidential analyse energy from disclosure under applicable law. Other than the intended recipient, you are hereby notified that any discontinuities of complication is strictly prohibited.

Message: Please sec attached.

Page 1 of 2

#### Heather Berkowitz

From:

Thigpen, John E. (John.Thigpen@signatureatuminum.com)

Sent:

Friday, January 11, 2008 2:32 PM

To:

Heather Berkowitz

Cc:

Doug Wolfe

Subject:

RE: WXP Inc.pdf

Attachments: ASM Delphi Document 1.pdf; ASM Delphi Document 2.pdf

Here are your executed documents.

Thenks.

John

----Original Message-----

From: Heather Berkowitz [mailto:HLB@asmcapital.com]

Sent: Friday, January 11, 2008 11:12 AM

To: Thigpen, John E. Subject: FW: WXP Inc.pdf

To John,

The attached document is a standard cover letter we will be sending along with the Notice of Cure Amount that you had previously emailed to us. Please sign and resend that letter to us via fax or email. The Notice of Cure is also attached. Please fully execute the Notice of Cure. Please sign your name, print your name, and include your company name and your title. This information can be placed adjacent to Adam's Moskowitz's signature on the last page of the document.

Our fax number is 516.224.6049. You may also email me and please be sure to ce: dwolfc@asmeapital.com

It is urgent that we get this information as soon as possible.

Thank you so very much for your continued cooperation.

Please contact me with any questions or concerns.

Best Regards.

05-44481-rdd Doc 12732-8 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 2 Pg 93 of 95 Message Page 2 of 2

Heather Berkowitz Associate General Counsel ASM CAPITAL 7600 Jericho Turnpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 x115

----Original Message-----

From: Dion McGee

Sent: Friday, January 11, 2008 10:38 AM To: Reather Berkowitz

Subject: WXP Inc.pdf

## ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (\$16) 224-6040 · PAX: (\$16) 224-6049

# A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

### BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 8/8/06 (the "Transfer Agreement"), whereby we VPI ACQUISITION CORP f/k/a VIKING PLASTICS INC EFT ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon. I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent. Transferor ratifies ASM's previous execution of the Cure

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sincerety,
NAME Cathy Pitts
TITLE Confroller
Transferor: VPI ACQUISITION CORP f/t/a VIKING PLASTICS INC EFT
Tel. (814) 664-8671
Fax (509) 275-0348
DATE
Acknowledgement:
COUNTY OF
The foregoing instrument was acknowledged before me this day of
The foregoing instrument was acknowledged before me this day of 20 by produced [YOUR FULL LEGAL NAME], who is personally known to me or who has as identification.
Signature of person taking acknowledgment
Name typed, printed, or stamped
Title or rank
Serial number (il applicable)